

State of Michigan had review comments which requested us to amend General Interrogatory Number One to indicate that we are a member of an insurance Holding Company System and General Interrogatory number 12 to leave blank because we are not a branch of an alien reporting entity. Also Exhibit 3 is amended to indicate that the entire receivable is from the State of Michigan.



HEALTH ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2001
OF THE CONDITION AND AFFAIRS OF THE

Botsford Health Plan

NAIC Group Code	0000	0000	NAIC Company Code	52570	Employer's ID Number	38-3243956
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health [] Property/Casualty [] Health Service Corporation [] Dental Service Corporation []					
	Vision Service Corporation [] Other [] Health Maintenance Organization [X] Is HMO, Federally Qualified? Yes [] No [X]					
Incorporated	06/26/1995		Commenced Business	10/01/1996		
Statutory Home Office	28050 Grand River Avenue			Farmington Hills, MI 48336-5933		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	28050 Grand River Avenue					
	(Street and Number)					
	Farmington Hills, MI 48336-5933			248-471-8157-0000		
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number)		
Mail Address	28050 Grand River Avenue			Farmington Hills, MI 48336-5933		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	28050 Grand River Avenue					
	(Street and Number)					
	Farmington Hills, MI 48336-5933			248-471-8137-0000		
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number)		
Internet Website Address	www.botsfordsystem.org/bhp					
Annual Statement Contact	Dianna Lynn Ronan			248-471-8137-0000		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	dronan@botsford.org			248-471-8887		
	(E-mail Address)			(FAX Number)		

OFFICERS

President	Ronald P. Szumski	Secretary	Lisa D. Vandecaveye #
Treasurer	David L. Marcellino		

VICE PRESIDENTS

DIRECTORS OR TRUSTEES

Gerson I. Cooper	Ronald P. Szumski	Paul E. LaCasse D.O.
Jack D. Lennox D.O.	Frank F. Lanzilote D.O.	Richard N. Mark D.O.
Bridgette A. Davis		

State ofMichigan..... }
County ofWayne..... } ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

Ronald P. Szumski	Lisa D. Vandecaveye	David L. Marcellino
President	Secretary	Treasurer

Subscribed and sworn to before me this	a. Is this an original filing?	Yes [] No [X]
06 day of May, 2002	b. If no	
	1. State the amendment number	1
	2. Date filed	05/06/2002
	3. Number of pages attached	4

Holly Hufeld
Executive Assistant to the President
December 29, 2003

ANNUAL STATEMENT FOR THE YEAR 2001 OF THE
BOTSFORD HEALTH PLAN

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Is the reporting entity a member of an insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes [X] No []
- 1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes [X] No [] NA []
- 1.3

State Regulating?

Michigan
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [X] No []
- 2.2

If yes, date of change:

10/12/2001

If not previously filed, furnish herewith a certified copy of the instrument as amended.
- 3.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2001
- 3.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.
- 3.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).
- 3.4

By what department or departments?
- 4.1

During the period covered by this statement, did any agent, general agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business?

Yes [] No [X]

4.12 renewals?

Yes [] No [X]
- 4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business?

Yes [] No [X]

4.22 renewals?

Yes [] No [X]
- 5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]
- 5.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

- 6.1

Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes [] No [X]
- 6.2

If yes, give full information
- 7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes [] No [X]
- 7.2

If yes,

7.21 State the percentage of foreign control;

7.22 State the nationality(s) of the foreign person(s) or entity(s) or if the entity is a mutual or reciprocal, the nationality of its manager or attorney in fact; and identify the type of entity(s) (e.g., individual, corporation or government, manager or attorney in fact).

1 Nationality	2 Type of Entity

ANNUAL STATEMENT FOR THE YEAR 2001 OF THE
BOTSFORD HEALTH PLAN

GENERAL INTERROGATORIES
(continued)

8.

What interest, direct or indirect, has this reporting entity in the capital stock of any other insurance company?
None
None
9.

What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Deloitte & Touche LLP Suite 900 600 Renaissance Center Detroit, MI 48243-1895
10.

What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with a(n) actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Deloitte & Touche LLP Human Capital Advisory Services 400 One Financial Plaza 120 South Sixth Street Minneapolis, MN 55402-1844
11.

Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument that will extend beyond a period of 12 months from the date of the agreement?

Yes [] No [X]
12.

FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 12.1

What changes have been made during the year in the United States Manager or the United States Trustees of the reporting entity?
- 12.2

Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?

Yes [] No []
- 12.3

Have there been any changes made to any of the trust indentures during the year?

Yes [] No []
- 12.4

If answer to (12.3) is yes, has the domiciliary or entry state approved the changes?

Yes [] No [] NA []
13.

Have the instructions for completing the blank required by this department been followed in every detail?

Yes [X] No []

BOARD OF DIRECTORS

14.

Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof?

Yes [X] No []
15.

Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof?

Yes [X] No []
16.

Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement, any commission on the business transactions of the reporting entity?

Yes [] No [X]
17.

Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees which is in or likely to conflict with the official duties of such person?

Yes [X] No []

FINANCIAL

- 18.1

Total amount loaned during the year (inclusive of separate accounts, exclusive of policy loans):

18.11

To directors or other officers ..

\$0

18.12

To stockholders not officers ...

\$0

18.13

Trustees, supreme or grand (Fraternal only)

\$0
- 18.2

Total amount of loans outstanding at end of year (inclusive of separate accounts, exclusive of policy loans):

18.21

To directors or other officers ...

\$0

18.22

To stockholders not officers

\$0

18.23

Trustees, supreme or grand (Fraternal only)

\$0
- 19.1

Were any of the assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in this statement?

Yes [] No [X]
- 19.2

If yes, state the amount thereof at December 31 of the current year:

19.21

Rented from others

\$

19.22

Borrowed from others

\$

19.23

Leased from others

\$

19.24

Other

\$
- Disclose in Notes to Financial Statements the nature of each of these obligations.
- 20.1

Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments?

Yes [] No [X]
- 20.2

If answer is yes,

20.21

Amount paid as losses or risk adjustment

\$

20.22

Amount paid as expenses

\$

20.23

Other amounts paid

\$

ANNUAL STATEMENT FOR THE YEAR 2001 OF THE
BOTSFORD HEALTH PLAN

GENERAL INTERROGATORIES
(continued)
INVESTMENT

21.1 List the following capital stock information for the reporting entity:

Class	1 Number of Shares Authorized	2 Number of Shares Outstanding	3 Par Value Per Share	4 Redemption Price if Stock is Callable	5 Is Dividend Rate Limited?		6 Are Dividends Cumulative?	
					Yes	No	Yes	No
Preferred	.....0	.....0	.....0.000	.....0	[]	[X]	[]	[X]
Common	.....0	.....0	.....0.000	XXX	XXX	XXX	XXX	XXX

22.1. Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date, except as shown by Schedule E - Part 2 - Special Deposits? Yes [X] No []

22.2 If no, give full and complete information relating thereto:

23.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, except as shown on the Schedule E - Part 2 - Special Deposits; or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 23.2) Yes [] No [X]

23.2 If yes, state the amount thereof at December 31 of the current year:

23.21

Loaned to others

\$.....

23.22

Subject to repurchase agreements

\$.....

23.23

Subject to reverse repurchase agreements

\$.....

23.24

Subject to dollar repurchase agreements

\$.....

23.25

Subject to reverse dollar repurchase agreements

\$.....

23.26

Pledged as collateral

\$.....

23.27

Placed under option agreements

\$.....

23.28

Letter stock or other securities restricted as to sale ...

\$.....

23.29

Other

\$.....

23.3 For each category above, if any of these assets are held by others, identify by whom held:

23.31

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23.32

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23.33

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23.34

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23.35

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23.36

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23.37

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23.38

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23.39

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For categories (23.21) and (23.23) above, and for any other securities that were made available for use by another person during the year covered by this statement, attach a schedule as shown in the instructions to the annual statement.

23.4 For category (23.28) provide the following:

1 Nature of Restriction	2 Description	3 Amount
.....
.....
.....
.....

24.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

24.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] NA [X]
If no, attach a description with this statement.

25.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

25.2 If yes, state the amount thereof at December 31 of the current year. \$.....

ANNUAL STATEMENT FOR THE YEAR 2001 OF THE
BOTSFORD HEALTH PLAN

GENERAL INTERROGATORIES
(continued)
OTHER

- 26.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any?.....\$11,716
- 26.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1 Name	2 Amount Paid
Michigan Association of Health Plans.....	11,716
.....
.....
.....

- 27.1 Amount of payments for legal expenses, if any?.....\$0
- 27.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
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.....

- 28.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?.....\$0
- 28.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures for in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
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29. What officials and heads of departments of the reporting entity supervised the making of this report?
Ronald P. Szumski, President & David L. Marcellino, Chief Financial Officer
- 30.1 Has any direct new business been solicited or written in any state where the reporting entity was not licensed?..... Yes [] No [X]
- 30.2 If yes, explain